

EXHIBIT 63A

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CYPRESS HOLDINGS, III, L.P.,
individually and derivatively
on behalf of SPORT-BLX, INC.,
Plaintiff,

-v-

GEORGE HALL, JOSEPH DE PERIO,
DANIEL STRAUSS, FRANCIS
RUCHALSKI, CESAR BAEZ,
CHRISTOPHER JOHNSON,
SPORT-BLX, INC., SPORT-BLX
SECURITIES, INC., CLINTON
GROUP INC., and GLASSBRIDGE
ENTERPRISES, INC.,
Defendants.

Case No.
22-cv-01243 (LGS)

VIDEOTAPED
DEPOSITION UPON
ORAL EXAMINATION
OF
GEORGE HALL
(Vol. II)

SPORT-BLX, INC., individually
and derivatively on behalf of
its shareholders,
Plaintiff,

Case No:
1:22-cv-8111 (LGS)

-v-

MICHAEL M. SALERNO and
CYPRESS HOLDINGS, III, L.P.,
Defendants.

*** CONFIDENTIAL - SUBJECT TO PROTECTIVE ORDER ***

T R A N S C R I P T of testimony taken
stenographically by and before MARGARET
VOLLMUTH-CORSON, a Certified Court Reporter of the
State of New Jersey, pursuant to Federal Rules
Governing Civil Procedures, at the offices of CHIESA
SHAHINIAN & GIANTOMASI, P.C., 105 Eisenhower
Parkway, Roseland, New Jersey, on Wednesday,
June 21, 2023, commencing at approximately 10:06
a.m.

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1 A. Well, people signed on for a
2 sports-related venture capital company. They didn't
3 sign on to be a corporate debt holder of a public
4 company that could be on the verge of bankruptcy at
5 any time.

6 Q. And in terms of the -- you know, you
7 spoke about the significant advantages to Sport-BLX
8 as a result of you selling your shares. Was it also
9 were those advantages only realized if you and
10 Mr. De Perio sold your shares together?

11 A. No, I think the advantages were if
12 GlassBridge got up to a number higher than 50
13 percent. Whether the shares came from me or Joe
14 didn't matter.

15 Q. Can you describe for us what you
16 perceived as the advantages to Sport-BLX by you
17 selling your shares to GlassBridge?

18 A. Well, there are a lot of them, and if
19 you go back to the FAQs, I think we talked about an
20 ultimate potential exit as being an IPO, so you
21 could look at this as a first step towards an IPO.
22 Second of all, GlassBridge, by taking a majority
23 ownership of Sport-BLX, would ultimately be taking
24 responsibility for doing all the financials and
25 consolidating those financials on the public

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1 GlassBridge shares -- GlassBridge financial
2 statements. So that's an advantage for Sport-BLX
3 because it relieved us of accounting responsibility.
4 Public companies are known and viewed to have the --
5 you know, the highest standard of care when it comes
6 to accounting, and so that could be a potential
7 advantage to Sport-BLX, Inc. if there was ever a --
8 another transaction to do having those quality --
9 that quality of financials. The -- so -- and, you
10 know, there were a number of other -- other
11 advantages, I think, for -- for Sport-BLX, but it
12 was really the first step towards reverse merger
13 slash IPO.

14 Q. Okay. When you say "reverse
15 merger/IPO," what would happen in that transaction
16 that you just described?

17 A. Well, if we did a complete IPO, that
18 -- well, an IPO is taking a private company and
19 making it public. If GlassBridge bought a hundred
20 percent of the company, then the company would be a
21 wholly-owned subsidiary of GlassBridge, or if they
22 bought 50 percent, they -- it would be a
23 consolidated affiliate and take care of all the
24 accounting and the public company documents, public
25 company reporting. So by doing this amount, it

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1 A. The price per share with GlassBridge
2 was about 355 or 356.

3 Q. Okay. And then is that what was agreed
4 upon as to the equity part of the deal?

5 A. The equity part of the deal was, I
6 believe, \$35.00 a share.

7 Q. Was what?

8 A. The equity part of the deal was \$35.00
9 a share. The cash part of the deal. Is that what
10 you meant by the --

11 Q. Yes.

12 A. Yeah, \$35.00 a share.

13 Q. And the rest of the -- so the total
14 share price was 355 --

15 A. Right.

16 Q. -- broken down by equity and debt?

17 A. Correct.

18 Q. Now, if you could look at what's been
19 marked as Hall-52 for identification. This is
20 minutes from the -- from GlassBridge's board of
21 directors meeting on December 9, 2019. It's been
22 Bates stamped GBE_0009062 through 9063.

23 The -- the first thing I want to ask
24 you is it reflects here that Daniel Strauss was the
25 CEO and chief operating officer of GlassBridge at